

Exhibit II

Kathy G. Root, a minority shareholder of the licensee, has been a principal of the following FM broadcast applications:

Green Mountain Boys Broadcasting (File No. BPH-890413NM), an applicant for a new FM radio station at Brandon, VT (application dismissed 12/18/90);

Black River Broadcasting Co. (File No. BPH-830124AQ), an applicant for a new FM radio station at Lowville, NY (application dismissed 11/17/84);

3B Partnership, an applicant for a new FM radio station at Oswego, NY (CP issued to 3B on 10/15/87; CP later assigned);

Kokosing Communications Corp. (File No. BPH-820317BF), an applicant for a new FM radio station at Fredericktown, OH (application granted along with merger with Ohio Broadcasting on May 10, 1984; interest in merged entity later assigned);

Fulton Chain Broadcasting, Inc. (File No. BPH-880720MO), an applicant for a new FM radio station at Henderson, NY (application dismissed 4/17/90);

Fulton Chain Broadcasting, Inc. (File No. BPH-880714NQ), an applicant for a new FM radio station at Old Forge, NY (application dismissed 4/18/91).

Joanne L. Root, a minority shareholder and officer/director of the licensee, was the 100% shareholder and principal of Malone FM, Inc. (File No. BPH-881117MA), an applicant for a new FM radio station at Malone, NY (application dismissed 11/15/90 per Order released by the Honorable Joseph P. Gonzalez, Administrative Law Judge in MM Docket No. 90-425, Mimeo No. 0910, FCC 90M-3620).

The licensee, The Petroleum V. Nasby Corporation, has pending an application for renewal of its station license (File No. BRH-890601VB).

Exhibit III

The licensee filed its application for renewal of station license on June 1, 1989 (BRH-890601VB). The renewal application was initially granted by the FCC on April 27, 1990 (public notice May 3, 1990), however, the FCC set aside the grant (Letter of Larry D. Eads, Chief, Audio Services Division, Mass Media Bureau to Timothy J. Moore, President of the licensee dated May 31, 1990), apparently due to the concerns of Commission staffpersons relative to the ownership positions previously held by Thomas L. Root in the licensee. No specific reasons for the return to pending status of the application were formally stated in the FCC's letter other than the application was being returned to pending status, "pending further review and consideration." In a separate submission to be completed and submitted shortly to the requesting Commission staffpersons, the licensee will address the concerns the Commission staffpersons have articulated informally to communications counsel for the licensee in order to satisfactorily resolve those matters and obtain a grant of the licensee's renewal application.

The FCC was previously made aware that Thomas L. Root resigned as an officer and director of the licensee corporation effective March 21, 1990 (amendment filed to BRH-890601VB). Prior to March 21, 1990, in June 1989, Thomas L. Root transferred all his shares of stock in the licensee corporation as gifts to his minor children, and to his parents, Joanne L. and Thomas F. Root (which transactions are reflected in the instant transfer application). The transfer of stock held by Thomas L. Root and his resignations as an officer and director of the licensee occurred subsequent to

the filing of the pending renewal application and the following information is therefore being provided in response to question 5 of Part II of FCC Form 315:

Federal Matters

A thirty-three count indictment was filed in the United States District Court for the District of Columbia on March 21, 1990 (Case Nos. 90-0134 and 90-0136) charging Thomas L. Root with four counts of altering, forging and counterfeiting public records (a violation of 18 U.S.C. § 494), seven counts of making false, fictitious and fraudulent documents and writings (a violation of 18 U.S.C. § 1001), three counts of mail fraud (a violation of 18 U.S.C. § 1341), seventeen counts of wire fraud (a violation of 18 U.S.C. § 1343), one count of tampering with a grand jury witness (a violation of 18 U.S.C. § 1512(b)(2)(A)), and one count of forgery (a violation of 22 D.C.C. § 3841). Mr. Root entered into a plea agreement with the government, and pled guilty to two counts of altering, forging and counterfeiting public records, and three counts of wire fraud on June 5, 1990. Thereafter, Mr. Root was indicted in the United States District Court for the Southern District of Illinois on June 21, 1990, on a count of causing the interstate transportation of stolen property (a violation of 18 U.S.C. § 2314) and three counts of mail fraud (a violation of 18 U.S.C. § 1341), Criminal Action 90CF-3041. The Illinois criminal action was consolidated with the original action before the United States District Court for the District of Columbia, and Mr. Root entered into a further plea agreement whereby he pled guilty to one count (causing the interstate transportation of stolen property), on September 11, 1990. On January 17, 1992, Mr. Root was sentenced to a term of 33 months in federal prison where he is now serving his sentence.

State of North Carolina

On October 26, 1990 Thomas L. Root pled no contest to 90 counts of selling an unregistered security (a violation of G.S. 78A-24), 90 counts of failing to register as a securities dealer (a violation of G.S. 78A-36), 90 counts of securities fraud (a violation of G.S. 78A-8(2)), 90 counts of securities fraud (a violation of G.S. 78A-8(3)), and 4 counts of conspiracy. On August 28, 1992, Mr. Root was found guilty on all counts and sentenced to 15 years in prison to be served concurrent with his federal sentence in USDC Case No. 90-0134.

State of Florida

A 47 count superseding indictment was filed on January 10, 1991 in the Supreme Court for Pinellas County, Florida (Case

No. 90-13295 CFANO) charging Thomas L. Root with one count of racketeering and one count of conspiracy to commit racketeering in Florida (violations of F.S. 895.03(03)), one count of organized fraud in Florida (a violation of F.S. 817.036), two counts of organized fraud in Florida (a violation of F.S. 817.034(4)(a)), one count of unlawful offer or sale in Florida of an investment contract of an aggregate value exceeding \$50,000 from five or more persons (a violation of F.S. 517.302(2)), 20 counts of fraud in connection with the offer or sale of securities within Florida (violations of F.S. 517.301 and F.S. 517.302), 20 counts alleging the unlawful offer or sale within Florida of an unregistered security (violations of F.S. 517.07 and F.S. 517.302), and one count of grand theft in the first degree (a violation of F.S. 812.014(1) and 2(a)). On June 22, 1992, Thomas L. Root pled no contest to all counts (except the grand theft count which was dismissed). Mr. Root was found guilty on all counts (except the dismissed grand theft count) and was sentenced to 15 years in prison to be served concurrent with and coterminous to the sentence handed down by the state of North Carolina in State v. Thomas L. Root (Case Nos. 90-CRS-8496 through 8499 and 90-CRS-9155 through 9161).

GENERAL INFORMATION

Part III

Name of Transferee **S** Kathy G. Root and Kathy G. Root as Custodian for Thomas P.J. Root and Leslie J.L. Root; Arlene M. Geer, Trustee for Thomas P.J. Root, Leslie J.L. Root and Travis S.C. Root; Joanne L. and Thomas F. Root, Jointly

Street Address

City

1 1 8 P L Y M O U T H S T R E E T

P L Y M O U T H

State

Zip Code

Telephone No.

O H

4 4 8 6 5

(include area code)

419/ 687-8160

2. Does the contract submitted in response to Question 4, Part I of Section I embody the full and complete agreement between the parties?

YES NO

☒ ☐

If No, explain in Exhibit No. _____.

Section II

TRANSFeree'S LEGAL QUALIFICATIONS

1. Applicant is:

are

☒ as individual **S**☐ a general partnership☐ a limited partnership☐ a corporation☐ other

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership or corporation, describe in Exhibit No. _____ the nature of the applicant.

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

YES NO

3. (a) Is the applicant in compliance with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments?

☒ ☐

- (b) Will any funds, credit, etc., for construction, purchase or operation of the station(s) be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?

☐ ☒

If Yes, provide particulars as Exhibit No. _____.

284

TRANSFEREE'S LEGAL QUALIFICATIONS

YES

4. (a) Has an adverse finding been made, adverse final action taken or consent decree approved by any court or administrative body as to the applicant or any party to the application in any civil or criminal proceeding brought under the provisions of any law related to the following: any felony, antitrust, unfair competition, fraud, unfair labor practices, or discrimination? ☐ ☒
- (b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in 4 (a)? ☐ ☒

If the answer to (a) or (b) above is Yes, attach as Exhibit No. _____, a full disclosure concerning the persons and matters involved, identifying the court or administrative body and the proceeding (by dates and file numbers), stating the facts upon which the proceeding was based or the nature of the offense committed, and disposition or current status, of the matter. Information called for by this question which is already on file with the Commission need not be refiled provided: (1) the information is now on file in another application or FCC form filed by or on behalf of transferee; (2) the information is identified fully by reference to the file number (if any); the FCC form number, and the filing date of the application or other form containing the information and the page or paragraph referred to; and (3) after making the reference, the transferee states, "No change since date of filing."

289

TRANSFEREE'S LEGAL QUALIFICATIONS

TABLE I PARTIES TO APPLICATION

5. (a) Complete Table I with respect to the transferee. Additionally, Table I should be completed, where appropriate, for those partners, stockholders, officers and/or directors of the licensee who are not associated with the transferee. (Note: If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement).

INSTRUCTIONS: If applicant is an individual, fill out column (a) only. If applicant is a partnership, fill out columns (a), (b) and (d), state as to each general or limited partner (including silent partners): (a) name and residence, (b) nature of partnership interest (i.e., general or limited), and (d) percent of ownership interest. If applicant is a corporation or an unincorporated association with 50 or fewer stockholders, stock subscribers, holders of membership certificate or other ownership interest, fill out all columns, giving the information requested as to all officers, directors and members of governing board. In addition, give the information as to all persons or entities who are the beneficial or record owners of or have the right to vote capital stock, membership or owner interest or are subscribers to such interests. If the applicant has more than 50 stockholders, stock subscribers or holders or membership certificates or other ownership interests, furnish the information as to officers, directors, members of governing board, and all persons or entities who are the beneficial or record owners of or have the right to 1% or more of the capital stock, membership or owner interest, except that if such entity is a bank, insurance company or investment company (as defined by 15 U.S.C. Section 80a-3) which does not invest for purposes of control, the stock, membership or owner interest need only be reported if 5% or more.

Applicants are reminded that questions 5 through 7 of this Section must be completed as to all "parties to this application" as that term is defined in the instructions to Section II of this form.

Name and Residence (Home) Address(es)	Nature of Partnership Interest or Office Held	Director or Member of Governing Board		% of: Ownership (O) or Partnership (P) or Voting Stock (VS) or Membership (M)
		YES	NO	
(a)	(b)	(c)		(d)
Chy G. Root c/o 21 Maple Street Norwalk, OH 44857	---		X	25 voting shares; (5.5%) (already holds 8 shares; total % will be 7.3%)
Kathy G. Root, Custodian for Thomas P.J. Root and Leslie J.L. Root c/o 21 Maple Street Norwalk, OH 44857	---		X	50 voting shares; (11.10%)
Arlene M. Geer, Trustee for Thomas P.J. Root, Leslie J.L. Root and Travis S.C. Root 21 Maple Street Norwalk, OH 44857	---		x	100 voting shares; (22.20%)
Joanne L. Root and Thomas F. Root, Jointly Plymouth Street Plymouth, OH 44865	Secretary ---	X	X	70.25 voting shares; (15.6%) (Joanne also owns 15 shares (3.3%) Thomas F. also owns 5 shares (1.1%) and*
The Petroleum V. Nasby Corporation c/o Timothy J. Moore, President 47 East Main Street Shelby, OH 44875	---	---	---	50 voting shares returned as treasury FOC 315 (Page 8) shares January 1987

* they jointly own 5 shares (1.1%).

29A

TRANSFEREE'S LEGAL QUALIFICATIONS

YES NO

5. (b) Does the applicant or any party to this application, own or have any interest in a daily newspaper or cable television system? ☐ YES ☒ NO

(c) Does the applicant or any party to this application have an ownership interest in, or is an officer, director or partner of, an investment company, bank, or insurance company which has an interest in a broadcast station, cable system or daily newspaper? ☐ YES ☒ NO

If the answer to questions 5(b) or (c) is Yes, attach as Exhibit No. _____, a full disclosure concerning persons involved, the nature of such interest, the media interest and its location.

OTHER BROADCAST INTERESTS

6. Does the applicant or any party to this application have any interest in or connection with the following?

(a) an AM, FM or TV broadcast station? ☒ YES ☐ NO

(b) a broadcast application pending before the FCC? ☒ YES ☐ NO

7. Has the applicant or any party to this application had any interest in or connection with the following:

(a) an application which has been dismissed with prejudice by the Commission? ☒ YES ☐ NO

(b) an application which has been denied by the Commission? ☐ YES ☒ NO

(c) a broadcast station, the license which has been revoked? ☐ YES ☒ NO

(d) an application in any Commission proceeding which left unresolved character issues against the applicant? ☒ YES ☐ NO

(e) If the answer to any of the questions in 6 or 7 is Yes, state in Exhibit No. 1, the following information: ☐ YES ☐ NO

(i) Name of party having such interest;

(ii) Nature of interest or connection, giving dates;

(iii) Call letters of stations or file number of application, or docket number;

(iv) Location.

8. (a) Are any of the parties to this application related to each other (as husband, wife, father, mother, brother, sister, son or daughter)? ☒ YES ☐ NO

(b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of any party to this application have any interest in or connection with any other broadcast station or pending application? ☒ YES ☐ NO

If the answer to (a) or (b) above is Yes, attach as Exhibit No. 2, a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

30 A

TRANSFeree'S LEGAL QUALIFICATIONS

OWNERSHIP AND CONTROL

9. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

☒ ☐

If Yes, provide particulars as Exhibit No. 3.

10. Do documents, instruments, agreements or understandings for the pledge of stock of a corporate applicant, as security for loans or contractual performance, provide that (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of stockholder rights by the purchaser at such sale, the prior consent of the Commission (pursuant to 47 U.S.C. 310(d)) will be obtained?

☒ ☐

If No, attach as Exhibit No. _____ a full explanation.

Section III

TRANSFeree'S FINANCIAL QUALIFICATIONS

1. The applicant certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the facilities for three months.
2. The applicant certifies that: (a) It has a reasonable assurance of a present firm intention for each agreement to furnish capital or purchase capital stock by parties to the application, each loan by banks, financial institutions or others, and each purchase of equipment on credit; (b) It can and will meet all contractual requirements as to collateral, guarantees, and capital investment; (c) It has determined that all such sources (excluding banks, financial institutions and equipment manufacturers) have sufficient net liquid assets to meet these commitments.

☒☒ ☐

30B

SECTION IV

TRANSPEREE'S PROGRAM SERVICE STATEMENT

AM AND FM APPLICANTS

1. Attach as Exhibit No. IV a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

FOR TELEVISION APPLICANTS

2. Ascertainment of Community Needs.
 - A. State in Exhibit No. _____ the methods used by the applicant to ascertain the needs and interests of the public served by the station. Such information shall include (1) identification of representative groups, interests and organizations which were consulted and (2) the major communities or areas which applicant principally undertakes to serve.
 - B. Describe in Exhibit No. _____ the significant needs and interests of the public which the applicant believes its station will serve during the coming license period, including those with respect to national or international matters.
 - C. List in Exhibit No. _____ typical and illustrative programs or program series (*excluding Entertainment and News*) that applicant plans to broadcast during the coming license period to meet those needs and interests.
3. State the minimum amount of time, between 6:00 a.m. and midnight, the applicant proposes to normally devote each week to the program types listed below (*see definitions in instructions*). Commercial matter, within a program segment, shall be excluded in computing the time devoted to that particular program segment, e.g., a 15-minute news program containing three minutes of commercial matter, shall be computed as a 12-minute news program.

	HOURS	MINUTES	% of TOTAL TIME ON AIR
NEWS	_____	_____	_____
PUBLIC AFFAIRS	_____	_____	_____
ALL OTHER PROGRAMS (<i>Exclusive of Sports and Entertainment</i>)	_____	_____	_____
TOTAL LOCAL PROGRAMMING	_____	_____	_____

4. State the maximum amount of commercial matter the applicant proposes to allow normally in any 60-minute segments: _____
5. State the maximum amount of commercial matter the applicant proposes to allow normally in a 60-minute segment between the hours of 6 p.m. to 11 p.m. (5 p.m. to 10 p.m. Central and Mountain Times): _____
 - (a) State the number of hourly segments per week this amount is expected to be exceeded, if any: _____
6. State in Exhibit No. _____, in full detail, the reasons why the applicant would allow the amount of commercial matter stated in Questions 4 and 5 above to be exceeded.

31 A

SECTION V

TRANSFEREE'S EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

YES

☒

☐

1. Does the applicant propose to employ five or more fulltime employees?

If the answer is Yes, the applicant must include an EEO program called for in the Model EEO Program. (FCC Form 398-A).

31B

SECTION VI

vi III — Transferee

TRANSFEREE'S CERTIFICATION

The TRANSFEEE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The TRANSFEEE acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The TRANSFEEE represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the TRANSFEEE has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18 Section 1001.**

I certify that the transferee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 21 day of September, 1992

Kathy G. Root and Kathy G. Root as Custodian for Thomas P.J. Root and Leslie J.L. Root
Name of Transferee

Kathy G. Root

Kathy G. Root Signature

Individually and as Custodian

Title

32A

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

The FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, December 31, 1974, 5 U.S.C. 552(e)(3), and The Paperwork Reduction Act, P.L. 96-511, December 11, 1980, 44 U.S.C. 3507.

32B

SECTION VI

Part III — Transferee

TRANSFeree'S CERTIFICATION

The TRANSFeree hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The TRANSFeree acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The TRANSFeree represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the TRANSFeree has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18 Section 1001.**

I certify that the transferee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 21 day of September, 1992

Arlene M. Geer, Trustee for Thomas P.J. Root, Leslie J.L. Root and Travis S.C. Root

Name of Transferee

Arlene M. Geer

Arlene M. Geer
Trustee

Signature

Title

33A

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

The FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, December 31, 1974, 5 U.S.C. 552(e)(3), and The Paperwork Reduction Act, P.L. 95-511, December 11, 1980, 44 U.S.C. 3507.

33 B

SECTION VI

III — Transferee

TRANSFeree'S CERTIFICATION

The TRANSFeree hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The TRANSFeree acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The TRANSFeree represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with Section 1.65 of the Commission's Rules, the TRANSFeree has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18 Section 1001.

I certify that the transferee's statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 22nd day of September, 1992
Joanne L. Root and Thomas F. Root, Jointly

Name of Transferee

Joanne L. Root
Jointly

Signature

Thomas F. Root

Title

34

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

The FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, December 31, 1974, 5 U.S.C. 552(e)(3), and The Paperwork Reduction Act, P.L. 96-511, December 11, 1980, 44 U.S.C. 3507.

Exhibit 1

Kathy G. Root, a minority shareholder of the licensee, has been a principal of the following FM broadcast applications:

Green Mountain Boys Broadcasting (File No. BPH-890413NM), an applicant for a new FM radio station at Brandon, VT (application dismissed 12/18/90);

Black River Broadcasting Co. (File No. BPH-830124AQ), an applicant for a new FM radio station at Lowville, NY (application dismissed 11/17/84);

3B Partnership, an applicant for a new FM radio station at Oswego, NY (CP issued to 3B on 10/15/87; CP later assigned);

Kokosing Communications Corp. (File No. BPH-820317BF), an applicant for a new FM radio station at Fredericktown, OH (application granted along with merger with Ohio Broadcasting on May 10, 1984; interest in merged entity later assigned);

Fulton Chain Broadcasting, Inc. (File No. BPH-880720MO), an applicant for a new FM radio station at Henderson, NY (application dismissed 4/17/90);

Fulton Chain Broadcasting, Inc. (File No. BPH-880714NQ), an applicant for a new FM radio station at Old Forge, NY (application dismissed 4/18/91).

Joanne L. Root, a minority shareholder and officer/director of the licensee, was the 100% shareholder and principal of Malone FM, Inc. (File No. BPH-881117MA), an applicant for a new FM radio station at Malone, NY (application dismissed 11/15/90 per Order released by the Honorable Joseph P. Gonzalez, Administrative Law Judge in MM Docket No. 90-425, Mimeo No. 0910, FCC 90M-3620). In the Hearing Designation Order released in MM Docket No. 90-425 (published at 5 FCC Rcd 5808, released October 9, 1990), the Assistant Chief, Audio Services Division, Mass Media Bureau, designated an issue relative to Malone FM, Inc.'s application to determine whether Thomas L. Root, son of Malone FM, Inc. sole

- 2 -

shareholder Joanne L. Root, [was] an undisclosed party-in-interest in Malone FM, Inc.'s application (5 FCC Rcd 5808-09 at ¶ 8). To the extent this issue is considered one of character, the issue remains unresolved at this time but will be addressed in a presentation requested by Commission staff which will be submitted shortly by the licensee relative to its pending application for renewal of its station license (File No. BRH-890601VB).

Exhibit 2

Kathy G. Root is the daughter of Arlene M. Geer and the daughter-in-law of Joanne L. and Thomas F. Root. Joanne L. Root and Thomas F. Root are spouses.

The licensee, The Petroleum V. Nasby Corporation, of which the proposed transferees are minority shareholders and/or officers/directors, has pending an application for renewal of its station license (BRH-890601VB).

Exhibit 3

Pledge Agreement dated July 9, 1990 between and among Joanne L. Root and Thomas F. Root, and Ginsburg, Feldman & Bress, Chartered (and supplement thereto dated September 9, 1991) are attached; also attached is a copy of an Option Agreement between Timothy J. Moore and The Petroleum V. Nasby Corporation dated December 31, 1989.

PLEDGE AGREEMENT

THIS PLEDGE AGREEMENT ("Pledge Agreement") is made as of this 9th day of July 1990, by and among Joanne L. Root and Thomas F. Root, individuals residing in Plymouth, Ohio (hereinafter individually referred to as "Pledgor" and collectively referred to as "Pledgors"), and Ginsburg, Feldman & Bress, Chartered, a Washington, D.C. corporation (hereinafter referred to as "Pledgee").

RECITAL

Pledgors have heretofore requested Pledgee to continue its legal representation of their son, Thomas L. Root ("Root") pursuant to that certain Letter Agreement, dated August 1, 1989, by and between Root and Pledgee, and Pledgee has agreed to continue such representation subject to certain conditions.

NOW, THEREFORE, in consideration of the foregoing and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. PLEDGE OF STOCK.

Pledgors hereby pledge and deposit with Pledgee all of the stock owned by the Pledgors in the Petroleum V. Nasby Corporation, licensee and permittee of radio station WSWR-FM (the "Company"), which stock constitutes twenty-one and one tenth percent (21.1%) of the Company's total issued and outstanding stock (the "Company Stock") (certificates for which, accompanied

by stock powers duly executed in blank by Pledgors, are attached hereto and are being delivered to Pledgee simultaneously with the execution of this Pledge Agreement), and hereby assign, transfer and set over to Pledgee all of the Pledgors' rights, title and interests in and to such Company Stock (and in and to such certificates) to be held by Pledgee upon the terms and conditions set forth in this Pledge Agreement as security and collateral (i) for the due performance and compliance by Pledgors with all of the terms and provisions of this Pledge Agreement; (ii) for the payment, when and as due and payable, of any and all of Root's liabilities to Pledgee in connection with legal services rendered to him. The Company Stock, together with all other securities and monies at any time pledged, assigned, or granted to Pledgee hereunder, is hereinafter called the "Collateral."

SECTION 2. REPRESENTATIONS AND WARRANTIES.

Pledgors represent and warrant to Pledgee as follows:

(a) No Conflicting Agreements. The execution, delivery and performance by the Pledgors of this Pledge Agreement will not (i) violate any provision of law now in effect, any order of any court or other agency of government, or any indenture, agreement or other instrument to which they are a party or by which they or any of their properties are bound; (ii) be in conflict with, result in a material breach of or constitute (with due notice or lapse of time or both) a default under any such indenture, agreement or other instrument, or (iii) result in the creation or imposition of

any lien, charge or encumbrance of any nature whatsoever upon any of their properties or assets except as contemplated by the provisions of this Pledge Agreement.

(b) Binding Agreement. This Pledge Agreement constitutes a legal, valid and binding joint and several obligation of the Pledgors, enforceable against each Pledgor in accordance with the terms hereof.

(c) Stock Ownership. As to each share of the Company Stock at any time pledged or required to be pledged hereunder:

(i) the Pledgor in whose name such stock is registered is the sole legal and beneficial owner thereof;

(ii) such Company Stock is validly issued, fully paid and non-assessable and constitutes all of the outstanding stock of the Company that has been issued to Pledgors.

These representations and warranties shall be true as of the date of the execution of this Pledge Agreement and throughout the duration of Pledgee's legal representation of Root and until all amounts owed Pledgee in connection with such representation shall have been paid in full.

SECTION 3. VOTING.

While this Pledge Agreement is in effect, Pledgors shall be entitled to vote their shares of the Company Stock and to give consents, waivers and ratifications in respect thereof, provided that no vote shall be cast, or consent, waiver or ratification given, or action taken, which would violate or be inconsistent